

EXHIBIT C
PROPOSED ORDER

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation
of Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

MOUNT CAPITAL FUND LTD., MOUNT
CAPITAL ASSET SUBSIDIARY LTD., MOUNT
CAPITAL LIMITED, and DEXIA BANQUE
INTERNATIONALE À LUXEMBOURG, S.A.

Defendants.

Adv. Pro. No. 08-01789 (BRL)

SIPA LIQUIDATION

(Substantively Consolidated)

Adv. Pro. No. 10-05123 (BRL)

**ORDER PURSUANT TO SECTION 105(a) OF THE BANKRUPTCY CODE AND
RULES 2002 AND 9019 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE APPROVING A SETTLEMENT AGREEMENT
BY AND AMONG THE TRUSTEE AND THE MOUNT CAPITAL COMPANIES**

Upon the motion (the “Motion”)¹ of Irving H. Picard, Esq. (the “Trustee”) as trustee for the substantively consolidated liquidation of Bernard L. Madoff Investment Securities LLC and Bernard L. Madoff, seeking entry of an order, pursuant to section 105(a) of the United States Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.* and Rules 2002 and 9019 of the

¹ All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

Federal Rules of Bankruptcy Procedure, approving the agreement, by and among the Trustee on one the hand, and Mount Capital Fund, Ltd. ("Mount Capital Fund"), and Mount Capital Asset Subsidiary Limited, a British Virgin Islands company ("Mount Capital Subsidiary," collectively with Mount Capital Fund, the "Mount Capital Companies"), on the other hand, in substantially the form annexed to the Motion (the "Agreement"); and it appearing that due and sufficient notice has been given to all parties in interest as required by Rules 2002 and 9019 of the Federal Rules of Bankruptcy Procedure; and the Court having considered the Affidavit of Irving Picard in support of the Motion; and it further appearing the relief sought in the Motion is appropriate based upon the record of the hearing held before this Court to consider the Motion; and it further appearing that this Court has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and after due deliberation; and sufficient cause appearing therefor; it is

ORDERED, that the Motion is granted in its entirety; and it is further

ORDERED, that the Agreement between the Trustee on the one hand and the Mount Capital Companies on the other hand, is hereby approved and authorized; and it is further

ORDERED, that the Trustee and the Mount Capital Companies shall each comply with and carry out the terms of the Agreement.

Dated: New York, New York
_____, 2011

HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE